

DECLARATION AND POWER OF ATTORNEY
FOR PATENT APPLICATIONS

PATENT

Docket No. : 34725/LTR/S787

As a below named inventor, I hereby declare that:

My residence, post office address and citizenship are as stated below next to my name.

I believe I am the original, first and sole inventor (if only one name is listed below) or an original, first and joint inventor (if plural names are listed below) of the subject matter which is claimed and for which a patent is sought on the invention entitled SYSTEMS AND METHODS FOR REPLACING TELEVISION SIGNALS, the specification of which is attached hereto unless the following is checked:

— was filed on — as United States Application Number or PCT International Application Number — and was amended on — (if applicable).

I hereby state that I have reviewed and understand the contents of the above-identified specification, including the claims, as amended by any amendment referred to above.

I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR § 1.56.

I hereby claim foreign priority benefits under 35 U.S.C. § 119(a)-(d) or § 365(b) of the foreign application(s) for patent or inventor's certificate, or § 365(a) of any PCT International application which designated at least one country other than the United States, listed below and have also identified below, any foreign application for patent or inventor's certificate, or PCT International application having a filing date before that of the application on which priority is claimed.

Prior Foreign Application(s)

<u>Application Number</u>	<u>Country</u>	<u>Filing Date (day/month/year)</u>	<u>Priority Claimed</u>
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I hereby claim the benefit under 35 U.S.C. § 119(e) of any United States provisional application(s) listed below.

<u>Application Number</u>	<u>Filing Date</u>
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60/057,089	August 27, 1997
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I hereby claim the benefit under 35 U.S.C. § 120 of any United States application(s), or any PCT International application designating the United States, listed below and, insofar as the subject matter of each of the claims of this application is not disclosed in the prior United States or PCT International application in the manner provided by the first paragraph of 35 U.S.C. § 112, I acknowledge the duty to disclose information which is material to patentability as defined in 37 CFR § 1.56 which became available between the filing date of the prior application and the national or PCT International filing date of this application:

<u>Application Number</u>	<u>Filing Date</u>	<u>Patented/Pending/Abandoned</u>
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PCT/US98/17980	August 27, 1998	Pending
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POWER OF ATTORNEY: I hereby appoint the following attorneys and agents of the law firm CHRISTIE, PARKER & HALE, LLP to prosecute this application and any international application under the Patent Cooperation Treaty based on it and to transact all business in the U.S. Patent and Trademark Office connected with either of them in accordance with instructions from the assignee of the entire interest in this application; or

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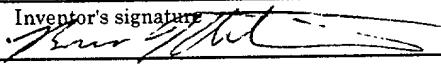
from the first or sole inventor named below in the event the application is not assigned; or from _____ in the event the power granted herein is for an application filed on behalf of a foreign attorney or agent.

R. W. Johnston	(17,968)	Edward R. Schwartz	(31,135)	Molly A. Holman	(40,022)
D. Bruce Prout	(20,958)	John D. Carpenter	(34,133)	Lucinda G. Auciello	(42,270)
Hayden A. Carney	(22,653)	David A. Plumley	(37,208)	Norman E. Carte	(30,455)
Richard J. Ward, Jr.	(24,187)	Wesley W. Monroe	(39,778)	Joel A. Kauth	(41,886)
Russell R. Palmer, Jr.	(22,994)	Grant T. Langton	(39,739)	Patrick Y. Ikehara	(42,681)
LeRoy T. Rahn	(20,356)	Constantine Marantidis	(39,759)	Mark Garscia	(31,953)
Richard D. Seibel	(22,134)	John W. Eldredge	(37,613)	Gary J. Nelson	(44,257)
Walter G. Maxwell	(25,355)	Gregory S. Lampert	(35,581)	Raymond R. Tabandeh	(43,945)
William P. Christie	(29,371)	Craig A. Gelfound	(41,032)	Phuong-Quan Hoang	(41,839)
David A. Dillard	(30,831)	Syed A. Hasan	(41,057)	Jun-Young E. Jeon	(43,693)
Thomas J. Daly	(32,213)	Kathleen M. Olster	(42,052)	Kathy Mojibi	(41,409)
Vincent G. Gioia	(19,959)	Daniel M. Cavanagh	(41,661)		

The authority under this Power of Attorney of each person named above shall automatically terminate and be revoked upon such person ceasing to be a member or associate of or of counsel to that law firm.

DIRECT TELEPHONE CALLS TO : LeRoy T. Rahn, 626/795-9900
SEND CORRESPONDENCE TO : CHRISTIE, PARKER & HALE, LLP
P.O. Box 7068, Pasadena, CA 91109-7068

I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first joint inventor Brian L. Klosterman	Inventor's signature 	Date 7/7/99
Residence and Post Office Address 8012 Golden Eagle Way, Pleasanton, California 94588-3119		Citizenship US

Full name of second joint inventor Douglas B. Macrae	Inventor's signature	Date
Residence and Post Office Address 23 Cart Path Road, Weston, Massachusetts 02193		Citizenship US

**DECLARATION AND POWER OF ATTORNEY
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Docket No. 34725/LTR/S787

from the first or sole inventor named below in the event the application is not assigned; or from ___ in the event the power granted herein is for an application filed on behalf of a foreign attorney or agent.

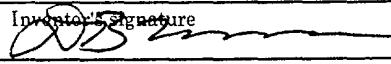
R. W. Johnston	(17,968)	Edward R. Schwartz	(31,135)	Molly A. Holman	(40,022)
D. Bruce Prout	(20,958)	John D. Carpenter	(34,133)	Lucinda G. Auciello	(42,270)
Hayden A. Carney	(22,653)	David A. Plumley	(37,208)	Norman E. Carte	(30,455)
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LeRoy T. Rahn	(20,356)	Constantine Marantidis	(39,759)	Mark Garscia	(31,953)
Richard D. Seibel	(22,134)	John W. Eldredge	(37,613)	Gary J. Nelson	(44,257)
Walter G. Maxwell	(25,355)	Gregory S. Lampert	(35,581)	Raymond R. Tabandeh	(43,945)
William P. Christie	(29,371)	Craig A. Gelfound	(41,032)	Phuong-Quan Hoang	(41,839)
David A. Dillard	(30,831)	Syed A. Hasan	(41,057)	Jun-Young E. Jeon	(43,693)
Thomas J. Daly	(32,213)	Kathleen M. Olster	(42,052)	Kathy Mojibi	(41,409)
Vincent G. Gioia	(19,959)	Daniel M. Cavanagh	(41,661)		

The authority under this Power of Attorney of each person named above shall automatically terminate and be revoked upon such person ceasing to be a member or associate of or of counsel to that law firm.

DIRECT TELEPHONE CALLS TO : LeRoy T. Rahn, 626/795-9900
SEND CORRESPONDENCE TO : CHRISTIE, PARKER & HALE, LLP
P.O. Box 7068, Pasadena, CA 91109-7068

I declare that all statements made herein of my own knowledge are true and that all statements made on information and belief are believed to be true; and further that these statements were made with the knowledge that willful false statements and the like so made are punishable by fine or imprisonment, or both, under Section 1001 of Title 18 of the United States Code and that such willful false statements may jeopardize the validity of the application or any patent issued thereon.

Full name of sole or first joint inventor Brian L. Klosterman	Inventor's signature	Date
Residence and Post Office Address 8012 Golden Eagle Way, Pleasanton, California 94588-3119		Citizenship US

Full name of second joint inventor Douglas B. Macrae	Inventor's signature 	Date 7-14-99
Residence and Post Office Address 23 Cart Path Road, Weston, Massachusetts 02193		Citizenship US

ASSIGNMENT

WHEREAS, WE, Brian L. Klosterman, Douglas B. Macrae, residing at 8012 Golden Eagle Way, Pleasanton, California 94588-3119; and 23 Cart Path Road, Weston, Massachusetts 02193, respectively, have invented certain new and useful improvements disclosed in an application for United States Letters Patent entitled **SYSTEMS AND METHODS FOR REPLACING TELEVISION SIGNALS**, and executed by us on even date herewith;

AND WHEREAS STARSIGHT TELECAST, INC., a California corporation, having a place of business at 39650 Liberty Street, 4th Floor, Fremont, California 94538 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNEE") wants to acquire the entire right, title and interest in and to said improvements and application.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned, transferred and set over, and do hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said improvements, and said application and all divisions and continuations thereof, and all United States Letters Patents which may be granted thereon and all reissues, reexaminations and extensions thereof, and all priority rights under all available International Agreements, Treaties and Conventions for the protection of intellectual property in its various forms in every participating country, and all applications for patents (including related rights such as utility-model registrations, inventor's certificates, and the like) heretofore or hereafter filed for said improvements in any foreign countries, and all patents (including all continuations, divisions, extensions, renewals, substitutes, and reissues thereof) granted for said improvements in any foreign countries; and we hereby authorize and request the United States Commissioner of Patents and Trademarks, and any officials of foreign countries whose duty it is to issue patents on applications as aforesaid, to issue all patents for said improvements to ASSIGNEE in accordance with the terms of this Assignment;

AND WE HEREBY covenant that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith;

AND WE HEREBY further covenant and agree that we will communicate to ASSIGNEE any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitute and reissue applications, make all rightful oaths and generally do everything possible to aid ASSIGNEE to obtain and enforce proper patent protection for said improvements in all countries.

ASSIGNMENT
Docket No. 34725/LTR/S787

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this ____ day of _____, 19 ____.


Brian L. Klosterman

Brian L. Klosterman

STATE OF _____)
COUNTY OF _____)

On 7 July 1999, before me Notary Public, personally appeared **Brian L. Klosterman** personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

* * * * *

IN TESTIMONY WHEREOF, I hereunto set my hand this ____ day of _____, 19 ____.

Douglas B. Macrae

**STATE OF
COUNTY OF**

On _____, before me _____, Notary Public,
personally appeared **Douglas B. Macrae** personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

LTR/mac

ASSIGNMENT

WHEREAS, WE, Brian L. Klosterman, Douglas B. Macrae, residing at 8012 Golden Eagle Way, Pleasanton, California 94588-3119; and 23 Cart Path Road, Weston, Massachusetts 02193, respectively, have invented certain new and useful improvements disclosed in an application for United States Letters Patent entitled **SYSTEMS AND METHODS FOR REPLACING TELEVISION SIGNALS**, and executed by us on even date herewith;

AND WHEREAS STARSIGHT TELECAST, INC., a California corporation, having a place of business at 39650 Liberty Street, 4th Floor, Fremont, California 94538 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNEE") wants to acquire the entire right, title and interest in and to said improvements and application.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned, transferred and set over, and do hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said improvements, and said application and all divisions and continuations thereof, and all United States Letters Patents which may be granted thereon and all reissues, reexaminations and extensions thereof, and all priority rights under all available International Agreements, Treaties and Conventions for the protection of intellectual property in its various forms in every participating country, and all applications for patents (including related rights such as utility-model registrations, inventor's certificates, and the like) heretofore or hereafter filed for said improvements in any foreign countries, and all patents (including all continuations, divisions, extensions, renewals, substitutes, and reissues thereof) granted for said improvements in any foreign countries; and we hereby authorize and request the United States Commissioner of Patents and Trademarks, and any officials of foreign countries whose duty it is to issue patents on applications as aforesaid, to issue all patents for said improvements to ASSIGNEE in accordance with the terms of this Assignment;

AND WE HEREBY covenant that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith;

AND WE HEREBY further covenant and agree that we will communicate to ASSIGNEE any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitute and reissue applications, make all rightful oaths and generally do everything possible to aid ASSIGNEE to obtain and enforce proper patent protection for said improvements in all countries.

ASSIGNMENT
Docket No. 34725/LTR/S787

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this _____ day of _____, 19 ____.

Brian L. Klosterman

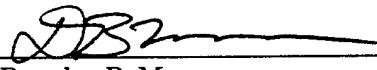
STATE OF _____
COUNTY OF _____

On _____, before me _____, Notary Public,
personally appeared Brian L. Klosterman personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

IN TESTIMONY WHEREOF, I hereunto set my hand this 14 day of JULY, 19 99.

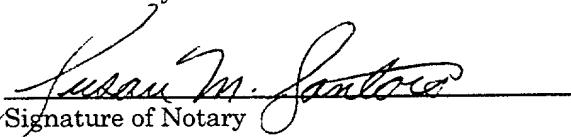


Douglas B. Macrae

STATE OF Massachusetts _____
COUNTY OF Middlesex _____

On JULY 14, 1999, before me Susan M. Santoro, Notary Public,
personally appeared Douglas B. Macrae personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

LTR/mac
MAC PAS188838.1-* 6/30/99 10:05 am

MY COMMISSION EXPIRES
FEBRUARY 11, 2005

Docket No. 32714/WWM/E190

Joint

ASSIGNMENT

WHEREAS, WE, RONALD ALEXANDER, STEPHEN DIAS, KENNETH S. HANCOCK, ELSIE Y. LEUNG, DOUGLAS MACRAE, ARTHUR Y. NG, SHAWN O'NEIL, PETER CHRISTOPHER SCHOAFF, JONATHON SUTTON, THOMAS EDWARD WARD III, THOMAS WESTBERG, and HENRY C. YUEN, residing at 43 Fisher Street, Needham, Massachusetts 02192; 23 Norfolk Place, Sharon, Massachusetts 02067; 64 Stillwater Drive, Nashua, New Hampshire 03062; 1302 Via Del Ray, South Pasadena, California 91030, 23 Cart Park Road, Weston, Massachusetts 02193; 303 Bishop Forest Drive, Waltham, Massachusetts 02452; 44 Scenic Drive, Derry, New Hampshire, 03038; 1 Sweetwood Circle, Westford, Massachusetts 01886; 77 Temple Road, Concord, Massachusetts 01742; 3 Viles Street, Weston, Massachusetts 02493; 209 Burlington Road, Bedford, Massachusetts 01730; and P.O. Box 1159, Redondo Beach, California 90278, respectively, have invented certain new and useful improvements disclosed in an application for United States Letters Patent entitled **SYSTEMS AND METHODS FOR DISPLAYING AND RECORDING CONTROL INTERFACE WITH TELEVISION PROGRAMS, VIDEO, ADVERTISING INFORMATION AND PROGRAM SCHEDULING INFORMATION**, filed July 21, 1998, Application No. 09/120,488.

AND WHEREAS E GUIDE, INC., a California corporation, having a place of business at 9100 Wilshire Boulevard, 7th Floor, West Tower, Beverly Hills, California 90212 (hereafter, together with any successors, legal representatives or assigns thereof, called "ASSIGNEE") wants to acquire the entire right, title and interest in and to said improvements and application.

NOW, THEREFORE, in consideration of the sum of One Dollar (\$1.00) to us in hand paid, and other good and valuable consideration, the receipt of which is hereby acknowledged, we have sold, assigned, transferred and set over, and do hereby sell, assign, transfer and set over to ASSIGNEE the entire right, title and interest in and to said improvements, and said application and all divisions and continuations thereof, and all United States Letters Patents which may be granted thereon and all reissues, reexaminations and extensions thereof, and all priority rights under all available International Agreements, Treaties and Conventions for the protection of intellectual property in its various forms in every participating country, and all applications for patents (including related rights such as utility-model registrations, inventor's certificates, and the like) heretofore or hereafter filed for said improvements in any foreign countries, and all patents (including all continuations, divisions, extensions, renewals, substitutes, and reissues thereof) granted for said improvements in any foreign countries; and we hereby authorize and request the United States Commissioner of Patents and Trademarks, and any officials of foreign countries whose duty it is to issue patents on applications as aforesaid, to issue all patents for said improvements to ASSIGNEE in accordance with the terms of this Assignment;

AND WE HEREBY covenant that we have full right to convey the entire interest herein assigned, and that we have not executed, and will not execute, any agreement in conflict herewith,

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

AND WE HEREBY further covenant and agree that we will communicate to ASSIGNEE any facts known to us respecting said improvements, and testify in any legal proceeding, sign all lawful papers, execute all divisional, continuation, substitute and reissue applications, make all rightful oaths and generally do everything possible to aid ASSIGNEE to obtain and enforce proper patent protection for said improvements in all countries.

IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of MARCH, 2000.

Ronald Alexander
Ronald Alexander

STATE OF MASSACHUSETTS ,
COUNTY OF MIDDLESEX)

On MARCH 21, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Ronald Alexander personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Susan M. Santoro
Signature of Notary COMMISSION EXPIRES
FEBRUARY 11, 2005

IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of MARCH, 2000.

Stephen Dias
Stephen Dias

STATE OF MASSACHUSETTS ,
COUNTY OF MIDDLESEX)

On MARCH 21, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Stephen Dias personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Susan M. Santoro
Signature of Notary

NY COMMISSION EXPIRES
FEBRUARY 11, 2005

ASSIGNMENT
Docket No. 32714/WWME190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of March, 2000.

Kenneth S. Hancock
Kenneth S. Hancock

Kenneth S. Hancock

STATE OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

On MARCH 21, 2000 before me SUSAN M. SANTORO, Notary Public, personally appeared Kenneth S. Hancock personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Susan M. Finko
Signature of Notary

IN TESTIMONY WHEREOF, I hereunto set my hand this _____ day of _____, 20____.

Elsie Y. Leung

STATE OF _____)
COUNTY OF _____)

On _____, before me _____, Notary Public,
personally appeared Elsie Y. Leung personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that she executed the same in her authorized capacity, and that by her signature
on the instrument the person, or the entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.

Signature of Notary

大古大古大古大古大

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this _____ day of _____, 20 ____.

Kenneth S. Hancock

STATE OF _____)
COUNTY OF _____)

On _____, before me _____, Notary Public,
personally appeared Kenneth S. Hancock personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

IN TESTIMONY WHEREOF, I hereunto set my hand this 21st day of APRIL, 20 00.

Elsie Y. Leung

STATE OF *California*)
COUNTY OF *Los Angeles*)

On April 21, 2000, before me Judy E. Ping, Notary Public,
personally appeared Elsie Y. Leung personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that she executed the same in her authorized capacity, and that by her signature
on the instrument the person, or the entity upon behalf of which the person acted, executed the
instrument.

WITNESS my hand and official seal.

Signature of Notary

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this 22 day of MARCH, 2000

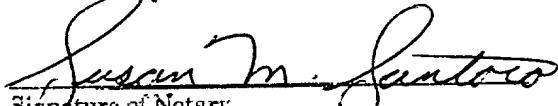


Douglas Macrae

STATE OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

On MARCH 22, 2000 before me SUSAN M. SANTORO, Notary Public, personally appeared Douglas Macrae personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

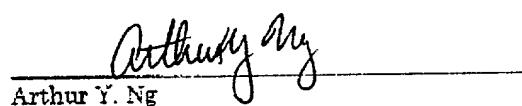


Signature of Notary

... COMMISSION EXPIRES

FEBRUARY 11, 2005

IN TESTIMONY WHEREOF, I hereunto set my hand this 21st day of March, 2000.

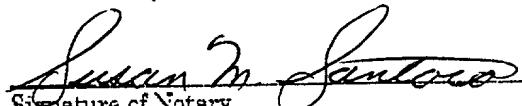


Arthur Y. Ng

STATE OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

On MARCH 21, 2000 before me SUSAN M. SANTORO, Notary Public, personally appeared Arthur Y. Ng personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

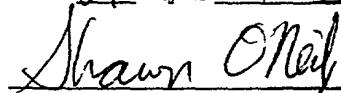
... COMMISSION EXPIRES

FEBRUARY 11, 2005

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

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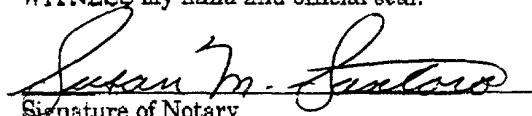


Shawn O'Neil

STATE OF MASSACHUSETTS,
COUNTY OF MIDDLESEX

On MARCH 21, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Shawn O'Neil personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

MY COMMISSION EXPIRES
FEBRUARY 11, 2005

IN TESTIMONY WHEREOF, I hereunto set my hand this 27 day of MARCH, 2000.

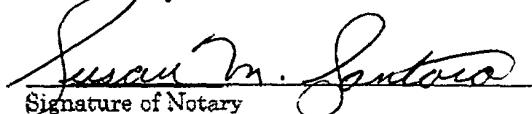


Peter Christopher Schoaff

STATE OF MASSACHUSETTS,
COUNTY OF MIDDLESEX

On MARCH 27, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Peter Christopher Schoaff personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.



Signature of Notary

MY COMMISSION EXPIRES
FEBRUARY 11, 2005

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of March, 2000.


Jonathon Sutton

STATE OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

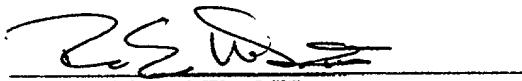
On MARCH 21, 2000, before me SUSAN M. SANTORO Notary Public, personally appeared Jonathon Sutton personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Signature of Notary

COMMISSION EXPIRES
JANUARY 11, 2005

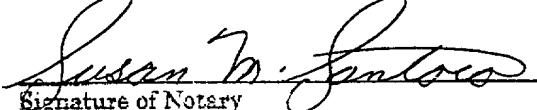
IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of March, 2000


Thomas Edward Ward III

STATE OF MASSACHUSETTS,
COUNTY OF MIDDLESEX)

On MARCH 21, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Thomas Edward Ward III personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.


Signature of Notary

COMMISSION EXPIRES
JANUARY 11, 2005

ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this 21 day of March, 2000

Thomas Westberg
Thomas Westberg

STATE OF MASSACHUSETTS)
COUNTY OF MIDDLESEX)

On MARCH 21, 2000, before me SUSAN M. SANTORO, Notary Public, personally appeared Thomas Westberg personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Susan M. Santoro
Signature of Notary
COMMISSION EXPIRES
JANUARY 11, 2005

IN TESTIMONY WHEREOF, I hereunto set my hand this _____ day of _____, 20____.

Henry C. Yuen

STATE OF)
COUNTY OF)

On _____, before me _____, Notary Public, personally appeared Henry C. Yuen personally known to me (or proved to me on the basis of satisfactory evidence) to be the person whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his authorized capacity, and that by his signature on the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

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ASSIGNMENT
Docket No. 32714/WWM/E190

Joint

IN TESTIMONY WHEREOF, I hereunto set my hand this _____ day of _____, 20 ____.

Thomas Westberg

STATE OF _____)
COUNTY OF _____)

On _____, before me _____, Notary Public,
personally appeared Thomas Westberg personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

IN TESTIMONY WHEREOF, I hereunto set my hand this 21st day of APRIL, 2000.

Henry C. Yuen

STATE OF *California*)
COUNTY OF *Los Angeles*)

On April 21, 2000, before me Judy E. Ping, Notary Public,
personally appeared Henry C. Yuen personally known to me (or proved to me on the basis of
satisfactory evidence) to be the person whose name is subscribed to the within instrument and
acknowledged to me that he executed the same in his authorized capacity, and that by his signature on
the instrument the person, or the entity upon behalf of which the person acted, executed the instrument.

WITNESS my hand and official seal.

Signature of Notary

MAC PAS239671.1--3/17/00 3:28 PM